

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

HONEYWELL INTERNATIONAL INC. and)
HONEYWELL INTELLECTUAL PROPERTIES INC.,)
)
)
Plaintiffs,)
)
)
v.) C.A. No. 04-1338-***
)
)(consolidated)
APPLE COMPUTER, INC., et al.,)
)
)
Defendants.)
)

[PROPOSED] ORDER AND STIPULATION

This “Stipulation” is by and between plaintiffs Honeywell International Inc. and Honeywell Intellectual Properties Inc. (collectively, “Honeywell”), and defendants Fuji Photo Film Co., Ltd. (by change of name, FUJIFILM Holdings Corporation) and Fuji Photo Film U.S.A., Inc. (by change of name, FUJIFILM U.S.A., Inc.), (collectively, “Fuji”).

WHEREAS, Defendants Fuji have represented to Honeywell that Defendant Fuji Photo Film Co., Ltd. has reorganized and changed its name to FUJIFILM Holdings Corporation effective October 1, 2006, and pursuant to the Corporation Law of Japan and a split plan approved by its shareholders on June 26, 2006, has, effective October 2, 2006, organized FUJIFILM Corporation as successor to the business of Fuji Photo Film Co., Ltd. and to its assets and liabilities except as listed in the split plan set out in the Notice of Convocation of the 110th General Meeting of Shareholders, as evidenced by a letter dated February 28, 2007 to Matthew C. Woods, Esq. from Lawrence Rosenthal, Esq. and the documents annexed thereto;

WHEREAS, Defendants Fuji have represented to Honeywell that Defendant Fuji Photo Film U.S.A., Inc. has changed its name to FUJIFILM U.S.A., Inc. as evidenced by a letter to

Matthew E. Woods, Esq. from Lawrence Rosenthal, Esq., dated April 4, 2007 and the document annexed thereto; and

WHEREAS Defendants Fuji agree that Plaintiffs Honeywell can rely on the characterizations of the transactions found in this Stipulation and in such letters of February 28 and April 4, 2007.

IT IS HEREBY STIPULATED AND AGREED TO, by and between the undersigned parties through themselves or their legal representatives as follows:

1. FUJIFILM Corporation be and is hereby substituted for Fuji Photo Film Co., Ltd. as a defendant and the caption is amended accordingly.
2. The caption shall also be amended to reflect the change of name of defendant Fuji Photo Film U.S.A., Inc. to FUJIFILM U.S.A., Inc.

The undersigned hereby consent and agree to the form and substance of this Order and Stipulation.

MORRIS NICHOLS, ARSHT &
TUNNELL LLP

By: /s/ Leslie A. Polizoti

Thomas C. Grimm (#1098)
Leslie A. Polizoti (#4299)
Maria Granovsky (#4709)
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200
lpolizoti @mnat.com

Counsel for
Honeywell International Inc. and
Honeywell Intellectual Properties Inc.

POTTER ANDERSON & CORROON LLP

By: /s/ Philip A. Rovner

Philip A. Rovner (#3215)
Hercules Plaza, 6th Floor
1313 N. Market Street
Wilmington, DE 19899
(302) 984-6000
provner@potteranderson.com

Counsel for

Fuji Photo Film Co., Ltd., now FUJIFILM Holdings Corporation,
FUJIFILM Corporation, and
Fuji Photo Film USA, Inc., now FUJIFILM U.S.A., Inc.

SO ORDERED this ____ day of June , 2007.

The Honorable Mary Pat Thyng
United States Magistrate Judge

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

CERTIFICATE OF SERVICE

I, hereby certify that, on June 21, 2007, the within document was electronically filed with the Clerk of the Court using CM-ECF which will send notification of such filing to the following; the document was served by E-mail on the following; and the document is available for viewing and downloading from CM-ECF:

Thomas C. Grimm, Esq.
Leslie A. Polizoti, Esq.
Morris, Nichols, Arsh & Tunnell
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
tgrimm@mnat.com
lpolizoti@mnat.com

Karen L. Pascale, Esq.
Young, Conaway, Stargatt & Taylor, LLP
The Brandywine Bldg., 17th Fl.
1000 West Street
Wilmington, DE 19801
kpascale@ycst.com

Richard L. Horwitz, Esq.
David E. Moore, Esq.
Potter Anderson & Corroon LLP
Hercules Plaza
P.O. Box 951
Wilmington, DE 19899
rhorwitz@potteranderson.com
dmoore@potteranderson.com

David J. Margules, Esq.
John M. Seaman, Esq.
Bouchard Margules & Friedlander, P.A.
222 Delaware Avenue, Suite 1400
Wilmington, DE 19801
dmargules@bmf-law.com
jseaman@bmf-law.com

/s/ Philip A. Rovner
Philip A. Rovner (#3215)
Potter Anderson & Corroon LLP
Hercules Plaza
P.O. Box 951
Wilmington, DE 19899
(302) 984-6000
E-mail: provner@potteranderson.com